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T.R.A. DOCKET ROOM

December 8, 2003

Chairman Debbie Taylor Tate
c/o Sharla Dillion, Documents and Records Manager
460 Jas. Robertson Parkway
Nashville, TN 37243-0505

RE: Triennial Review, Switching 03-00491

Dear Chairman Tate,

Aeneas Communications, Inc. is today responding to a subpoena issued by the TRA at the behest of BellSouth under the above docket. We are filing the original and thirteen copies of this under seal as the material is considered **Proprietary and Confidential**. As you know, there is a protective order down in this case.

Pursuant to Rule 45, TRCP, we are also requesting reimbursement for the research time invested in doing this research for BellSouth. Enclosed is our motion for compensation, and we would appreciate it the information disclosed not be allowed in the record prior to our receiving payment.

Sincerely,

Paul Rice, Attorney for Aeneas
Communications, LLC BPR 011114;
115 Old Humboldt Rd.
Jackson, TN 38305
(731) 554-9200 ext 235

cc: Guy Hicks

BEFORE THE TENNESSEE REGULATORY AUTHORITY

IN RE: Implementation of the
Federal Communications Commission's
Triennial Review Order
(Nine Month Proceeding) (Switching)

Docket: 03-00491

**RESPONSE OF AENEAS COMMUNICATIONS, LLC. TO SUBPOENA DUCES
TECUM ISSUED ON BEHALF OF BELL SOUTH ON NOVEMBER 14, 2003**

Comes now Aeneas Communications, by special appearance, and states as follows:

Aeneas Communications, LLC, a non-party to the proceedings under this docket number, and in addition to objections raised in the accompanying submission, does hereby object to the requests for production, couched in terms of a subpoena, as they are unduly burdensome and not reasonably calculated to lead to the discovery of relevant evidence. An effort has been made to respond in accord with TRA Regulations 1200-1-2-.11, and in so doing, five Aeneas employees researched matters within their areas of responsibilities and met to assimilate the information and report it on the accompanying document. The effort basically shut down several administrative operations for a period of 6 man-hours for which Aeneas seeks compensation pursuant to Rule 45, TRCP. Aeneas moves for an order retaining the documents produced in the locked filing cabinet at the TRA until such time as BellSouth remits compensation.

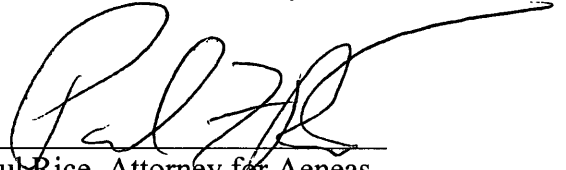
45.02. For Production of Documentary Evidence. — A subpoena may also command the person to whom it is directed to produce the books, papers, documents, or tangible things designated therein; but the court, upon motion made promptly and in any event at or before the time specified in the subpoena for compliance therewith, may (1) quash or modify the subpoena if it is unreasonable and oppressive or (2) condition denial of the motion upon the advancement by the person in whose behalf the subpoena is issued of the reasonable cost of producing the books, papers, documents, or tangible things.

The total compensation claimed is \$600.00.

So moved, this the 6th day of December, 2003.

Certificate of Service

I certify that a true and accurate copy of this document and documents attached thereto was forwarded by US Mail, postage prepaid, to Guy M. Hicks and Joelle H. Phillips, BellSouth, 333 Commerce Street, Suite 2101, Nashville, TN 37201-3300 pursuant to the Protective Order and under seal to Chairman Debbie Taylor Tate, c/o Sharla Dillion, Documents and Records Manager, 460 Jas. Robertson Parkway, Nashville, TN 37243-0505, on this the 8th day of December, 2003.

A handwritten signature in black ink, appearing to read 'Paul Rice', with a long horizontal flourish extending to the right.

Paul Rice, Attorney for Aeneas
Communications, LLC BPR 011114;
115 Old Humboldt Rd.
Jackson, TN 38305
(731) 554-9200 ext 235